

16942-A

RECORDING NO. 16942-A FILED 1485

DEC 6 1990 -1 45 PM

INTERSTATE COMMERCE COMMISSION

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Public Record



AMENDMENT NO. 1 TO THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY
LOCOMOTIVE OPERATING LEASE AGREEMENT

AMENDMENT dated this 15th day of November, 1990, to the Locomotive Operating Lease Agreement, (the "Agreement") dated as of July 11, 1990 by and between Electro-Motive Division of General Motors Corporation ("EMD") and The Atchison, Topeka and Santa Railway Company ("ATSF").

WITNESSETH:

WHEREAS, the parties hereto have heretofore entered into the Agreement covering the lease of three diesel-electric locomotives; and

WHEREAS, the parties hereto desire to amend the Agreement in the manner set forth below,

NOW, THEREFORE, the parties hereto agree as follows:

SECTION 1. Definitions; References. Unless otherwise specifically defined herein, each term used herein that is defined in the Agreement shall have the meaning assigned to such term in the Agreement. Each reference to "hereof", "hereunder", "herein" and "hereby" and each other similar reference and each reference to "the Agreement" and each other similar reference contained in the Agreement shall from and after the date hereof refer to the Agreement as amended hereby.

SECTION 2. Amendment to Exhibit A. Exhibit A to the Agreement is amended by deleting from the list of road numbers of Locomotives appearing therein the reference to Locomotive Road Numbers 160, 161 and 162 and by adding to such list reference to Locomotive Road Numbers 137, 148 and 152.

SECTION 3. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Illinois.

SECTION 4. Counterparts; Effectiveness. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Amendment shall become effective as of the date hereof when each party hereto has executed the Amendment and EMD has received an executed Amendment No. 2 to

the Locomotive Operating Lease Agreement, dated as of May 1, 1990,
by and between EMD and ATSF.

IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be duly executed as of the date first above written.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: John W. Jewell
Title: VP & Gen Mgr

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

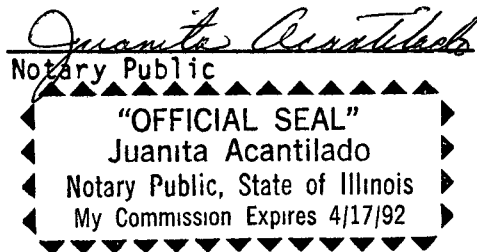
By: M. R. Haverly
Title: President

State of Illinois)
County of Cook) ss.

On this 09 day of Nov, 198⁹⁰~~9~~, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a V.P. & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

April 17, 1992



State of _____)
County of _____) ss.

On this _____ day of _____, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

State of Illinois

County of Cook

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On this 28th day of November, 1990, before me personally appeared M. R. Haverty to me personally known, who, being duly sworn, did say that he is the President and Chief Operating Officer of The Atchison, Topeka and Santa Fe Railway Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Patricia Daum

Notary Public

My commission expires:

June 21, 1992

